

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ueberoth Peter V</u> (Last) (First) (Middle) C/O AIRCASTLE ADVISOR LLC 201 TRESSER BLVD, 4TH FLOOR (Street) STAMFORD CT 06901 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Aircastle LTD [AYR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/27/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	03/27/2020		D		205,993	D	\$32 ⁽¹⁾	0	D	
Common Shares	03/27/2020		D		220,000	D	\$32 ⁽¹⁾	0	I	In Trust ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- On March 27, 2020, pursuant to the Agreement and Plan of Merger, dated as of November 5, 2019 (the Merger Agreement), by and among Aircastle Limited (the Company), MM Air Limited (Parent) and MM Air Merger Sub Limited (Merger Sub), Merger Sub merged with and into the Company, with the Company surviving as a subsidiary of Parent and Marubeni Aviation Holding Cooperatief U.A. (the Merger). At the effective time of the Merger, (i) each common share, par value \$0.01 per share, of the Company (the Common Shares) that was issued and outstanding immediately prior to the Effective Time, subject to certain exceptions, was converted into the right to receive \$32.00 in cash, without interest and less any applicable tax withholding (the Merger Consideration) and (ii) each issued and outstanding restricted share, restricted share unit and performance share unit was also vested and canceled in exchange for the Merger Consideration in accordance with the Merger Agreement.
- All 220,000 common shares are owned by the Ueberoth Family Trust (Peter and Virginia Ueberoth Trustees, U/T/D 06-27-1986)

Remarks:

/s/ Peter V. Ueberoth 03/27/2020
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.